

THE BY-LAWS
of the
SALEM COUNTY HISTORICAL SOCIETY

ARTICLE I - Name

The name of the organization shall be the SALEM COUNTY HISTORICAL SOCIETY, hereinafter referred to as the "Society."

ARTICLE II – Mission

The Society was founded in 1884 "to discover, procure and preserve whatever may relate to the natural, civil, literary and ecclesiastical history of Salem County and to perpetuate the historical heritage for present and future generations."

Mission Statement:

The mission of the Society is to seek, document, preserve, interpret and perpetuate Salem County's heritage, and to enhance the awareness and appreciation of that heritage, through its research, collections, functions, exhibits, educational programs, and publications, for the benefit of future generations and for the betterment of the community.

ARTICLE III – Membership

The Society shall consist of members in good standing. Any interested person may become a member upon application and payment of dues to the Society.

ARTICLE IV – Officers and Trustees

Section 1. All officers and trustees shall be members in good standing in the Society.

Section 2. The officers of the Society shall be a President, an Executive Vice-President, three (4) Vice-Presidents, a Recording Secretary, and a Treasurer.

Section 3. The officers and six other members of the Society shall serve as Trustees.

Section 4. The Board of Trustees is the governing body of the Society.

ARTICLE V – Election and Terms of Trustees

Section 1. The Officers and Trustees shall be elected for terms of three (3) years by a majority vote at the Annual Meeting. Tenures shall be so arranged that one-third of the terms expire annually.

Section 2. The Nominating Committee shall consist of a Chairperson selected by the President from the general membership who is not an elected official of the Society and the Trustees who are not serving as officers and whose terms in office do not expire at the end of the current year. The Chairperson may cast a vote in the event of a tie. Said committee shall present a slate of nominees for consideration by the Board of Trustees at the October meeting which precedes the annual meeting at which elections are to be held.

The general membership shall be notified of the slate of nominees by mail no later than ten days after the October meeting.

Section 3. Any member in good standing may make additional nominations from the floor as long as those nominations have been presented to the Recording Secretary at least sixty days before the meeting at which elections are to be held. The Chairperson of the Nominating Committee shall be notified immediately of any such nominations.

Section 4. Election shall be by voice vote or by ballot when there is more than one candidate for a specific office.

ARTICLE VI –Meeting

Section 1. The rules of parliamentary procedures as laid down in “Robert’s Rules of Order” shall govern all meetings and actions of the Society.

Section 2. The Annual Meeting of the general membership of the society shall be held during the fourth quarter at a place and time determined by the President of the Society.

Section 3. Meetings of the general membership of the Society shall be held each quarter.

Section 4. At meetings of the general membership twenty-five members shall constitute a quorum for the transaction of business, except for amendments to the By-Laws (See Article XIV).

Section 5. The Board of Trustees shall meet on a regular basis.

Section 6. A majority of those officers and trustees serving at the time shall constitute a quorum at the Board of Trustees Meetings.

Section 7. Special meetings may be called at any time by the President or at the written request or phone request to the President by two members of the Board of Trustees.

Section 8. Failure of any trustee to attend regularly scheduled meetings of the officers and trustees without good and sufficient reason shall, following the second consecutive occurrence, constitute grounds for the President, with majority concurrence of the Board of Trustees, to declare his or her office vacant. The delinquent member shall be notified by the President and the President shall choose someone as soon as possible to fill the vacancy until the next scheduled election, at which a replacement shall be elected to fill the remainder of the term.

ARTICLE VII –Duties of Board of Trustees

The Board of Trustees shall:

Section 1. Be custodian of all moneys and properties of the Society.

Section 2. Determine the policies of the Society within the framework of the By-Laws.

Section 3. Conduct and carry on the work of the Society as a non-profit organization. No individual or organization shall benefit by income or other assets received from the Society, except by compensation received for services rendered as approved by the Board of Trustees.

Section 4. Approve the Annual Budget and any extra budgetary expenditures they deem necessary for the maintenance and operation of the Society.

Section 5. Be responsible for disposition of articles and investments belonging to the Society according to the Society's policies considering recommendations by staff and appropriate committees.

Section 6. The President shall fill any unexpired term occurring among officers and trustees.

Section 7. Develop and maintain policies for paid personnel.

ARTICLE VIII – Duties of Officers

Section 1. The President shall be the principal executive officer and shall perform all inherent duties of the office and will carry out the directives of the Board of Trustees including:

- Preside at all meetings of the Society and the Board of Trustees, and shall
- Cast the deciding vote on occasion of a tie.
- Appoint all committee chairpersons and will serve as an ex-officio member of each committee except for the Nominating Committee.
- Enforce all laws and regulations relating to the administration of the Society
- May sign any instrument where the execution thereof has been expressly delegated by the Board of Trustees.

The President may serve no more than two consecutive terms in office.

Section 2. The Executive Vice-President shall, in the absence of the President have all powers and prerogatives of the President and shall perform such other duties as may be prescribed by the Board of Trustees or the President. The Executive Vice-President shall serve no more than two consecutive terms in this office.

Section 3. The Vice-President-Museum shall be an ex-officio member of all committees charged with responsibility for museum collections and issues and make reports on same to the Board of Trustees.

Section 4. The Vice-President-Library shall be an ex-officio member of all committees charged with responsibility for Library collections and issues and make reports on same to the Board of Trustees.

Section 5. The Vice-President-Buildings and Grounds shall be an ex-officio member of all committees charged with responsibility for buildings and grounds issues and make reports on same to the Board of Trustees.

Section 6. The Vice-President for Membership and Development shall oversee the Societies Membership and Development Programs.

Section 7. The Treasurer shall be responsible for all financial activities of the Society including:

- Oversee the payment of bills as authorized by the Board of Trustees by virtue of their adoption of the Annual Budget.
- Oversee the true accounting of all receipts and payments.
- Oversee the preparation and submittal all necessary state and federal tax forms.
- Oversee the preparation of quarterly and annual financial statements and shall maintain the ability to report on the financial status of the Society at each meeting of the Board of Trustees or whenever called upon to do so.
- Oversee the preparation of the payroll for all paid employees.
- Act as an ex-officio member of all committees concerned with financial or budgetary issues.

- Continuously monitor expenses for compliance with the approved Annual Budget.

Section 8. The Recording Secretary shall be responsible for recording the proceedings of meetings of the Society and of the Board of Trustees and shall oversee the retention of all records pertaining to the office at Society headquarters.

ARTICLE IX – Committee Chairpersons

Committee chairpersons shall see that the functions of the committees for which they are responsible are properly and efficiently executed and shall submit reports to the appropriate Vice-Presidents for presentation at the Board of Trustees meetings and at the Annual Meeting.

ARTICLE X – Dues and Membership

Section 1. Individuals wishing to join the Society can become members by submitting a written application along with payment of annual dues.

Section 2. Dues are payable on or before the anniversary date of membership.

Section 3. Any member whose annual dues are in arrears will be dropped from membership.

Section 4. Classes of membership shall include the following, as well as any others established by the Board of Trustees:

- a. Regular – individual
- b. Regular – family/household
- c. Sustaining – individual
- d. Benefactor – individual
- e. Life – individual
- f. Life – honorary
- g. Student
- h. Business
- i. Corporate

Section 5. Each class of membership shall have one vote, except for Regular family/household which shall have two votes.

Section 6. Dues shall be set by the Board of Trustees. Life memberships are granted to those who pay the one-time fee or those appointed by the Board of Trustees to honorary status. Life membership carries a life-time exemption from payment of annual dues.

ARTICLE XI – Property

Section 1. All items presented to the Society shall be used or placed in a manner best fitting the needs and purposes of the Society as determined by the Board of Trustees in accordance with the Society's accession policies. Any restrictions shall be at the discretion of the Board of Trustees.

Section 2. Property of the Society shall not be loaned without approval of the Board of Trustees.

Section 3. Loans to the Society may be accepted for a limited time, subject to the approval and arrangements made by the Board of Trustees.

Section 4. Collection objects not meeting collection standards of the Society may be deaccessioned with specific approval of the Board of Trustees in accordance with the Society's deaccession policies.

ARTICLE XII – Access

Access to the Society's properties and collections shall be at the discretion of the Board of Trustees.

ARTICLE XIII – Amendments

The By-Laws may be amended from time to time as the Society shall deem proper. All amendments to the By-Laws shall be made in the following manner:

Section 1. The Board of Trustees shall approve the proposed amendment and direct that it be submitted to a vote at a meeting of the members.

Section 2. Written notice **by mail** setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member **in good standing** entitled to vote thereon stating the time, place and purpose of the meeting at which the amendments are to be considered not less than ten nor more than sixty days before the date of the meeting.

Section 3. At the meeting, if a quorum of at least twenty-five members is present, the proposed amendment shall be adopted upon receiving the affirmative votes of two-third of the votes cast by the members present.